

EXHIBIT 1

Allied Riser's Certificate of Incorporation and Authority to do Business



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 9, 1999

6043-712-2

CSC NETWORKS
700 S 2ND ST
SPRINGFIELD, IL 62704

RE ALLIED RISER OF ILLINOIS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

COPY

File Number 6043-712-2

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS, IN THIS STATE OF
ALLIED RISER OF ILLINOIS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 9TH
day of APRIL A.D. 1999 and of
the Independence of the United States the two
hundred and 23RD .



Jesse White

Secretary of State

Form **BCA-13.15**

(Rev. Jan. 1995)

JESSE WHITESecretary of State
Department of Business ServicesAPPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**

This space for use by Secretary of State

FILED

APR 9 1999

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 4-9-99
 License Fee \$
 Franchise Tax \$ 25. -
 Filing Fee \$ 75. -
 Penalties \$
 Approved: Redy 100. -

Payment must be made by
 certified check, cashier's check,
 Illinois attorney's check, Illinois
 C.P.A.'s check or money order,
 payable to "Secretary of State."

1. (a) CORPORATE NAME: ALLIED RISER OF ILLINOIS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: 2/11/99(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

1700 Pacific AvenueDallas, Texas 75201None**EXPEDITED**

APR 9 1999

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 700 South Second Street

Number

Street

Suite #

Springfield62704Sangamon

City

Zip Code

County

SECRETARY OF STATE

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE, CA, CO, CT, GA, MA, NY, OH, PA, VA, WA and Washington, D.C.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See attached officers/directors rider</u>			
Secretary				
Director				
Director				
Director				

- If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To provide telecommunications and related goods and services.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-	\$.01	1000	100

9. Paid-in Capital: \$ 100
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 1.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 0.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 0.00

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: See 3(a)
- (b) Number of shares of all classes owned by residents of Illinois: none
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 18, 19 99 ALLIED RISER OF ILLINOIS, INC.
(Exact Name of Corporation)

attested by Todd C. Doshier by Charles W. Yeargain
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Todd C. Doshier - CFO & Secretary Charles W. Yeargain - VP Finance
(Type or Print Name and Title) (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

DIRECTORS AND OFFICERS

<u>Director Name</u>	<u>Office Address</u>
David H. Crawford	10 South Wacker Suite 3425 Chicago, IL 60606
Rod F. Dammeyer	2 North Riverside Plaza Suite 600 Chicago, IL 60606
John H. Davis	GeoPartners Research, Inc. 5 Cambridge Center Cambridge, MA 02142
William J. Elsner	Telecom Partners 3200 Cherry Creek South Dr. Suite 450 Denver, CO 80209
Stephen W. Schovec	Telecom Partners 3200 Cherry Creek South Dr. Suite 450 Denver, CO 80209
R. David Spreng	Crescendo Ventures 800 LaSalle Avenue Suite 2250 Minneapolis, MN 55402
Blair Whitaker	Blair Whitaker 40 William Street Suite 305 Wellesley, MA 02481-3902
William T. White	2 North Riverside Plaza Suite 600 Chicago, IL 60606

<u>Officer Name</u>	<u>Office Address</u>	<u>Office</u>
David H. Crawford	10 South Wacker Suite 3425 Chicago, IL 60606	CEO and President
Todd C. Doshier	1700 Pacific Avenue Dallas, TX 75201	Chief Financial Officer and Secretary
Charles W. Yeargain	1700 Pacific Avenue Dallas, TX 75201	Vice President, Finance
Brian Forbes	1700 Pacific Avenue Dallas, TX 75201	Vice President, Technical Services
Tom Guthrie	1700 Pacific Avenue Dallas, TX 75201	Vice President, Engineering
John Keys	1700 Pacific Avenue Dallas, TX 75201	Vice President, Construction
Jim Breen	10 South Wacker Suite 3425 Chicago, IL 60606	Senior Vice President, Finance and Corporate Development
Jim Harris	10 South Wacker Suite 3425 Chicago, IL 60606	Chief Marketing Officer
Mike Schmitt	1700 Pacific Avenue Dallas, TX 75201	Vice President, Product Development

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALLIED RISER OF ILLINOIS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

3004265 8100

DATE: 9572856

991055542

02-11-99

CERTIFICATE OF INCORPORATION

OF

ALLIED RISER OF ILLINOIS, INC.

FIRST: The name of the Corporation is Allied Riser of Illinois, Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock, each having a par value of one penny (\$.01).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Mary E. Keogh	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

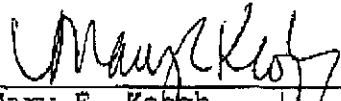
(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws

may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11th day of February, 1999.



Mary E. Keogh
Sole Incorporator